

December 4, 1997

Ms. Magalie Roman Salas Secretary Federal Communications Commission 1919 M Street, N.W. Room 222 Washington, D.C. 20554

Re: Ex Parte Presentation WT Docket 97-82

Dear Ms. Salas:

This letter provides notice of separate ex parte presentations made by AirGate Wireless, L.L.C. ("AirGate") on December 3, 1997 to Commissioner Furchtgott-Roth, Commissioner Powell, Ari Fitzgerald, Legal Advisor to Chairman Kennard, and Karen Gulick, Legal Advisor to Commissioner Tristani. AirGate was represented in these meetings by Tom Body, Shelley Spencer and Dave Roberts.

At each meeting AirGate discussed its support for the Commission's Second Report and Order adopted in the above-captioned proceeding and arguments submitted by AirGate in pleadings on file in the proceeding. AirGate also provided each office with the attached materials.

If you have any questions regarding this filing, please contact the undersigned. Please date-stamp the enclosed extra copy of this notice.

Sincerely

Shully Solder

FAQ AND ANSWERS ON WHY ADDITIONAL C BLOCK RELIEF IS NOT IN THE PUBLIC INTEREST

Q. Is survival of all C Block licensees important to wireless competition?

A. No, Wireless competition is alive and well in the U.S. and will continue to expand with the certainty now provided by the Second Report and Order. Wireless competition is not dependent on the fate of the C block licensees who bid irresponsibly and now claim the "sky is falling". Even during the C block auction there was a disbelief among many that the bid prices could withstand financial scrutiny. It is these prices and the foreseeable market conditions of competition and new services that have produced these bidders' fate. In a market-based auction process, the market forces must be permitted to work. The Commission always properly has advised bidders that it can provide opportunities but no guarantees for success.

Q. Does wireless competition with cellular exist today?

- A. Yes, wireless competition with the cellular carriers is self evident the U.S. Strong competition is coming from the A, B &C block PCS licensees, Nextel, cellular resellers and soon the D,E and F block PCS licensees. At the FCC's June 30th Public Forum, the Yankee Group reported that:
 - 41 of the top 50 markets have 1 PCS provider
 - 20 of the top 50 markets have 2 PCS providers
 - In markets with PCS, PCS is priced 15% below cellular

The level of competition will increase dramatically over the next year as PCS systems continue to be launched throughout the U.S. by the multiple PCS carriers outside the C block. In addition, a number of C block licenses are operational and providing competitive PCS services. C block competitors operational today include: Cook Inlet, Omnipoint, and Airidigm Communications. Service also is being provided by non-incumbent providers such as Aerial Communications, PowerTel and Western Wireless. These companies provide the new face of competitive wireless carriers.

Q. Does the Second Report and Order provide adequate relief to C block licensees?

A. Yes, it provides a range of restructuring options to meet different licensees needs. The order provides C block licensees with the ability to "pick" the solution that best meets their needs, does not change the license prices or rewrite the auction and provides a process of the reauction of spectrum that can be used to effectively deliver service. Under the order, a C block licensee can (1) continue to have the most favorable government financing available to any licensee by sticking with the rules; (2) rescind its remaining outstanding debt through the amnesty option; (3) shed half its spectrum and half its debt in an MTA through disaggregation; (4) select licenses in one or more MTAs by prepaying for those licenses. All of these options are generous and provide restructuring alternatives never contemplated prior to or during the C block auction. The rules, by requiring the give back of spectrum on a MTA basis, also ensure that the spectrum returned is marketable and not "cherry-picked".

- Q. How many businesses are likely to fail under the Commission's Second Report and Order?
- A: Far less than the number of businesses who originally participated in the auction but withdrew based on the bidding. 255 bidders initially participated in the C block 89 of those bidders won licenses. Significantly, as measured by upfront payment only ten of the initial top twenty bidders in the C block auction remained in the auction and acquired licenses. (10 of the top bidders left the auction with a refund of \$226Million.) Over 150 bidders that participated in the C block auction have already lost the opportunity to provide broadband PCS on C block frequencies. These bidders included companies with significant financial backing and investment in the opportunity. Companies like U.S. AirWaves that deposited an upfront payment of \$81 Million in the auction; Companies like Go! Communications that deposited an upfront payment of \$45 Million and companies like AirLink that deposited an upfront payment of \$20 Million. If the bid prices had not reached the final levels in the C block, many of these companies today would be creating new jobs and contributing to the economic growth in the wireless industry. Their businesses failed during the auction based on the actions of other bidders. Many of these companies would have matched or paid more than the adjusted license prices proposed by certain C block licensees.

In addition, the majority of the debt from the C block auction (66%) is carried by only 3 bidders – 2 of whom are already in bankruptcy and are unlikely to emerge to avail themselves of any options provided by the Commission.

Q: If some C block licensees default has the Commission fulfilled its mandate under Section 309(j) to promote a wide dissemination of licenses?

A: Yes. Today, there are more than 130 different companies holding C or F block PCS licenses. In the D, E and F block auction small businesses won over 40% of the licenses; 3.4% were won by women-owned businesses and 4.8% were won by minority businesses. Other services such as narrowband PCS, and IVDS also contributed to a wide dissemination of licenses. A reauctioning of defaulted C block licenses as an entrepreneur's block will continue to further the goal of promoting a wide dissemination of licenses and promote the rapid and efficient deployment of new services. A wide dissemination of licenses is best assured if small businesses and businesses owned by women and minorities bid in auctions with the surety that the rules will be enforced and speculation will not be rewarded. The Second Report and Order offers some bidder relief but also provides the necessary regulatory certainty.

Q. What would be the impact of permitting the licensees to pay the net present value of their license costs at a discount?

A. The FCC will be rewriting the outcome of the auction. Proposals for a "discount" based on "perceived" net present values was properly rejected by the Commission in the Second Report and Order. As shown on the attached chart, at differing discount levels, other bidders would have outbid the current C block licensees. For example, if the high bid price for the New York BTA is discounted back at 10%, the per Pop bid price would be \$ 45.45. In the auction two bidders exceeded that bid price – North Coast Communications at \$ 47.53 Per Pop and Go Communications at \$ 49.95 Per Pop. Both North Coast and Go ultimately withdrew from the C block auction without winning any licenses. Go Communications ultimately disbanded, NorthCoast survived to bid in the D,E and F block auction. To alter the bid price is to void the

entire basis for the auction and let the licenses remain in the hands of bidders who valued the licenses less than other bidders during the auction.

- Q. If the Commission changes the terms of payment but not the license price doesn't it protect the public interest?
- A. No. A change in the license terms alters dramatically the financial valuation of the license used by bidders in the auction. Extending the license term or deferring interest payments increases the value on the government financing and increases the price that bidders could pay for the licenses. If these terms were available during the auction, bidders would have behaved differently and changed the results in the auction.
- Q. If the C Block Licensees default and file for bankruptcy will the FCC be able to retrieve the license for reauctioning in a timely manner?
- A: Yes. Bankruptcy is not a process to be avoided at the cost of jeopardizing the integrity of the auction process. Bankruptcy is a possible outcome for certain licensee regardless of the Commission's actions. Modifying the Second Report and Order to provide the drastic relief again sought by certain licensees will not insulate C block licenses from bankruptcy..

The FCC has several options to protect its interest in the bankruptcy and should not view this course as one to be avoided at all costs. The FCC will be in a strong position in bankruptcy. As the largest creditor, it will have to agree to any reorganization plan and can aggressively pursue liquidation and retrieval of the license in this position. In addition, the FCC could:

- seek relief from the automatic stay
- seek to enforce its regulatory powers that are not subject to the stay
- exclude the license from "property" of the debtor's estate
- seek dismissal or conversion of the bankruptcy case

The impact of bankruptcy filings is also mitigated by the fact that not all C block licensees are seeking relief from the financing terms. Accordingly, not all licensees will default.

Entrepreneurs For Fair Play

Demanding Fair Play From The FCC

STATEMENT

There is no more cherished American value than the idea of "fair play." Basic to the concept of "fair play" is you play by the rules. You play vigorously and honestly — but the rules don't change after the fact in order to change the outcome.

As true entrepreneurs who participated in the Federal Communications Commission's auctions, one can imagine our frustration and, yes, anger that a handful of bidders now want to breech their commitment to the American taxpayers and are asking the Commission to change the rules, after the fact, so they can secure an advantageous deal.

This is an outrageous gaming of the system. It is something every American can understand. It violates every American notion of fair play. It advantages a few bidders — some of whom who are backed by huge multinational corporations — and ignores the consequence to those of us — over 200 true entrepreneurs — who participated in good faith, offered the taxpayers real value, excercised prudent judgement and thought the rules meant something.

We believe no amount of Washington maneuvers, lawyering or obfuscation can mask the essential unfairness of some of the proposals the Commission is now considering in this matter. Some of these proposals would reward the special pleaders' reckless behavior and, indeed, actually permit them to repeat that behavior in the future.

Fairness demands that the rules we all play by be honored — TODAY! The Commission has heard these special pleadings for over six months. NOW is the time to emphatically reaffirm that the rules...are the rules! After all, as every American knows, fair is fair.

(Coalition Forming On Behalf Of The 200 Bidders Who Played By The Rules)

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81	Athens, GA	SEWITE	\$	5,641,000	\$	4,230,750	\$	25.49			•	l	1	1	ļ		1	
81	Athens, GA	GW	\$	5,641,000	\$	4,230,750		25.49	1	1	ł	ĺ	1	1	1	I	Į	
82	Athens, GA	GW	\$	5,923,000	\$	4,442,250	5	26.76		1			l	1	1	ŀ	l	
63	Athens, GA	SEMM	\$	6,219,000	\$	4,864,250		28.10	l	ĺ		1		ĺ	1	İ	1	
84	Athens, GA	GWI	\$	6,530,000	\$	4,897,500		29.50	L	L	1	L	L	L	L	L	<u> </u>	_
85	Athens, GA	SEMMe	\$	6,857,000	\$	5,142,750	8	30.98			T	1	Π		1		10%	7
	j														•			
	Athens, GA	GM	\$	7,200,000	\$	5,400,000	\$	32.53	ŀ	ł	1	i	1		l	1	1 1	1
36 36		GW G acrgia GW	\$ \$	7,200,000 7,590,000 7,998,000	\$	5,400,000 5,870,000 5,953,500	3	32.53 34.16 35.88	١.									

1		2 2 2 22	-				- 47		_	
ı			WA	PCSOne	╁	7,801,773	_		_	I Par POP
ı	1	Seettle	WA	CookiMeri		2,708,949	•	5,651,330 2,031,712	\$	2.16 0.75
Ì	,	Septie		PConnect	1	2,706,949	•	2,031,712	\$	0.75
1	1	Seattle.		Americal	5	1,082,780	\$	812,086	\$	0.30
i	1 1	Seattle,		NextHere	\$	273,804	8	206,203	\$	0.08
	1	Seattle, Seattle		PCS2000 NaniMere	\$	270,885 ; 200,000	;	203,171 1 50,800	S	0.07
	i		WA	Wheteran	,	206		155	5	0.06
	1		WA	USAMM	8	17	\$	13	\$	0.00
1	2		WA	GM	\$	10,000,000	\$	7,500,000	\$	277
1	2	l	WA	USAM	3	9,427,000	5	7,070,250	\$	2.81
1	3	Seettle	WA	CoolWhel	5	9,427,000 12,000,103	\$	7,070,250 9,000,077	\$	2 61 3 32
1	3		WA	PCSOne	5	11,625,866	\$	8,719,416	\$	3.22
ı	3	Seettle,	WA	Westcool	\$	11,625,000	\$	8,718,750	\$	3.22
1	4	Seattle,		PC\$One	\$	15,566,868	\$	12,006,008	2	4.58
ı	4	Seattle, Soutte		OM NEEDNEVO	\$	14,000,000	3	10,500,000	\$	3.88
	4		WA	PConnect		13,923,457 13,707,282	5	10,442,563 10,280,462	5	3.65 3.79
Ì	4	South		Westposel	\$	13,625,000	\$	10,218,750	5	3.77
Į	5		WA	PConnect	\$	16,989,732	\$	14,242,299	1	5.26
1	5 5	Seattle,		Maria Meve GO	\$	18,514,266	1	13,885,692	\$	5 13
	5		WA	Wastrone!		18,514,000 18,514,000	\$	13,885,500 13,885,500	\$	5 13 5 13
-	5	Sentite	WA	BCAD	\$	18,514,000	\$	13,886,500	•	5.13
١	5		WA	USAMME	\$	18,514,000	\$	13,885,500	\$	5.13
1	5 6		WA	Omnipoint	3	18,514,000	\$	13,885,900	\$	5.13
1	6	Seattle,	WA	Americal DCR	5	21,656,592 21,295,342	\$	16,241, 69 4 15,971,507	\$	5.00 5.90
	6	Seattle		GM	:	21,111,000	;	15,833,290	\$	5.84
1	6	Seattle	WA	BCAD	•	20,869,000	5	15,686,750	\$	5.78
1	6	Seattle,		USAMM	8	20,869,000	\$	16,666,750	\$	5.78
	6	Seattle, Seattle		MadMene Medicos	!	20,888,000	3	15,006,750	\$	5.78
1	7		WA	Lynk	5	20,869,000 25,000,000	S	15, 666 ,750 18, 750,0 00	\$	5.78 6.92
	7	Seettle		GMI		23,827,000	5	17,870,250	\$	6.80
	7	Seattle		CookWast	3	23,821,014	\$	17,865,761	3	5.59
1	7	Seettle.	, WA	BC8D	\$	23,821,000	5	17,865,750	\$	6.50
	7		WA	Native	5	23,821,000 23,821,000	\$	17,865,750 17,865,750	\$	6.59 6.59
ı	7		WA	Omelpoint	5	23,821,000	1	17,865,750	\$	6.59
1	7	Seattle		Westcoast	\$	23,821,000	\$	17,865,750	\$	6.59
1	8	Seattle		GM	\$	27,698,000	\$	20,773,900	\$	7.67
1	8		WA	CookWest	3	27,536,792	\$	20,851,844	\$	7.62
1	ě		WA	GO	\$	27,510,008 27,500,000	\$	20,632,506 20,626,000	\$	7 62 7.81
	8		WA	BCAD	\$	27,500,000	\$	20,625,000	\$	7.61
1	8	Scattle.		NestMove	8	27,900,000	8	20,625,000	\$	7.61
1	8	Seattle Seattle	. WA	Wastone!	15	27,500,000	5	20,625,000	\$	7.61
ı	9		WA	BOPCS	\$	30,468,000 30,468,000	3	22,861,000 22,861,000	\$	8.44 8.44
1	9	Seattle		USAMA	5	30,466,000	•	22,861,000	5	8.44
1	9		WA	Whetpool	8	30,466,000	8	72,851,000	\$	8 44
i	9		WA	Matshire	\$	30,468,000	1	22,861,000	\$	8.44
	9		WA WA	PC82000 ContiAted	5	30,488,000	3	22,861,000	\$	8.44
J	10	Seettle	WA	GMI	5	33,615,032 33,615,000	3	25,211,274 25,211,280	\$ \$	9.31 9.31
1	10	S-1000	WA	BOPCS	1	33,515,000	•	25,138,250	\$	9.28
1	10	Seelle,	. WA	UEAM	8	33,515,000	\$	25, 138,260	\$	9.26
1	10 10	Seattle,	WA	Mandidana	!	33,515,000	3	25,136,250	\$	9.28
1	10		WA	ACST000	5	33,616,000 33,515,000	•	25,138,250 25,138,250	\$	9.28 9.28
Į	10	Smellin	WA	SCED .	8	33,515,000	•	25,136,280	•	9.28
-	11		WA	GM.		37,001,000	8	27,790,790	8	10.24
Ì	11	Seettle.	WA	ACSONS		36,999,306	\$	27,741,006	8	10.24
	11		WA	USAMA	:	38,977,000	\$	27,732,750	\$	10.24
1	11		WA	MandAltero	:	36,577,000 36,577,000	\$	27,7 32,790 27,732,790	\$	10.24 10.24
ı	11	Seattle,	WA	BCBD	1	30,977,000	•	27,732,750	\$	10.24
	11		WA	Masteoset	8	36,977,000	8	27,732,750	8	10.24
1	11		WA	PCS2000 DCR	1	36,977,000	3	27,732,750	\$	10.24
1	12		WA	PCSOne	\$	43,586,988 40,886,886	\$	32, 690,3 41 30,686,686	\$	12.07 11.32
	12		WA	Countilities	1:	40,751,012	:	30,663,280	\$	11.26
J	12	Sentite.	WA.	BOPCS	8	40,701,000	\$	30,525,790	\$	11.27
J	12		, WA	aceo	\$	40,701,000	\$	30,625,750	\$	11.27
J	12 12		, WA , WA	MERCHAN	:	40,701,000	\$	30,536,750	\$	11.27
1	12		WA	14testpose/		40,701,000 40,701,000	•	30,836,750 30,836,760	\$	11.27 11.27
-	12	Seettle	WA	PC22000		40,701,000	•	30,636,790	\$	11.27
1	12		WA	POssess		40,761,000	8	30,836,760	8	11.27
ł	13 13		WA	ACSOne Coell/for		40,985,888		30,741,600	8	11.36
ı	13		WA	00	1:	40,844,040 40,888,000	•	30,700,600 30,666,700	5	11.34
1	13	Seettle		BOPCS	3	40,600,000		30,000,750		11 32
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1 34	Seatte WA	. بندشتنده		0.000		وسياد في الماري	٤			ì		1 .						
걸	See WA	Consposer	1	91,636,000	1 -	48,721,006	13	26.57			1							
1 4	Swette WA		1	95,416,782	5	72,314,084	12	26.00		•			ľ					
22 22 22		SOCCE.	1	98,221,000	1	72,186,758	1	※4	į	1 .			l					
] 2	Seettle, WA	A Print dans	*	90,221,000		72,166,769	1.	20,54										
-8-			и.	01,221,000	-			28.00			ا							
	DECEMBER OF THE PERSON NAMED IN		12	101,248,658	•	74,94,548									1			
20	PORTOR MANA	Marce	1.2	101,245,000		78,000,000		28.00						l				
49	Same Of	Company of	1.	101,245,686		76,830,600		28.88							l			
	marine dive			101,240,000		75,830,00¢		20			1			ŀ	Į			
27	Married Livers	SOC:	\$	100,011,000		79,730,200		29.42			1				1			
77		PC22000	\$	105,311,568	8	78,733,250		29.43			1				1			
27		ACRO	8	100,000		7,731,380		29.43					ŀ		į.			
27	Guellin, WA	- Commission	*	106,311,000		78,770,700		35.45						ŀ)			
28	Challe, VA	ACBC		111,027,000		44,734,240	*	30.90			•			l	•			
23	THE WA	DCAD		111,027,000		31,731,333		20.00							1			
20	THE WAY	BOPCS		117,206,000		\$7,046,000		32.46							1			
30	WA.	Name		128,000.000	\$	\$2,301,600		34.07					1		1			
31		Marce		1221		94,916,790	1	34.76					1		l			
32	THE THE		•	195,702,600		101.046.000		37.50							L			
33	South, WA	acecs	*	142,562,000	\$	108,938,500	\$	39.47							1	9%	7	
33	Seattle, WA	Alexanderive	8	142,582,000	\$	106,936,500	8	39.47			i i			•	1	i	l	
34	Seattle, WA	GWI	\$	149,815,808	\$	112,361,866	8	41.48	ļ		į)	1	Į	l	
34	South, WA	Alexa Hove	5	149,711,008	\$	112,263,266	1	41.45) :	•	}	•	}	
35	Seattle, WA	BOPCS	\$	157,307,008	\$	117,980,256		43.55			1				1	1	1	
35	Smallin, WA	NewBAltre	8	157,307,008	\$	117,980,256	1 8	43.55			1				Į.	1	l	
35	Seettle, WA	BCED	\$	157,307,008	\$	117,980,256	5	43.55		1				ĺ	ſ	i	i	
36	Seattle, WA	Coal/Wes!	\$	166,672,000	\$	124,254,000	1 5	45.87]			Į	•	1	{	
36	Seattle, WA	GM	8	165, 180,992	8	123,885,744	1	45.73		1	1				1	1		
36	Seattle, WA	NambWeve	\$	165,172,000	s	123,879,000	1	45.73	_	t				l	ľ	i	FRES Chie	COURT Plate (\$47.44)
37	Seelile, WA	BOPCS	8	173,966,000	8	139,467,000	Š	48.16	-								T	
37	Southe, WA	Mand/News	\$	173,956,000	3	130,457,000	s	48.16		1	ı				i	l	l	
37	Seattle, WA	BCED	\$	173,996,000	\$	130,467,000	Š	48.16		ł	ļ		1	1	ļ	1	ł	
38	Seettle, WA	BCAD	s	182,864,000	s	136,990,500	ŝ	50.57		1	l			1] .	l	ŀ	
39	Seattle, WA	BOPCS	1	191,767,008	8	143,640,256		53.10	l		1			1	1	1	ì	
60	Smalle WA	Coolistan	1	201 376 400	Š	151,032,300	5	55.75			I			1	l	l	į .	
61	Seattle, WA	BOPCS	1 5	211,444,992	•	158,583,744	1	58.54		ļ	1			}	1		ĺ	
64	Seelle, WA	Contrator	1	222,017,000	_	166,512,756	1	61.47			 		\vdash		-		10%	٦
65	South, WA	agecs		223,118,000	1	174,636,500		54.54	1		1			Ì.	1	I	l ""	1
66	Seattle WA	Cookstan	1	244,774,000		163,560,500		6777		ŀ	١.			1	ł	i i	1 1	
72	Sestile, WA	SOPCS	1	285,482,178	1	199,111,832		73.50	•	7	ļ 1	,		,	} •		! ♦	1
<u> </u>	1	1	٠.	440,444,170	<u> </u>	194,111,032		13.30		-			<u>'</u>		<u> </u>	-	<u> </u>	_1